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T T LIMITED

ANNUAL REPORT 2022 - 2023



Hare Krishna



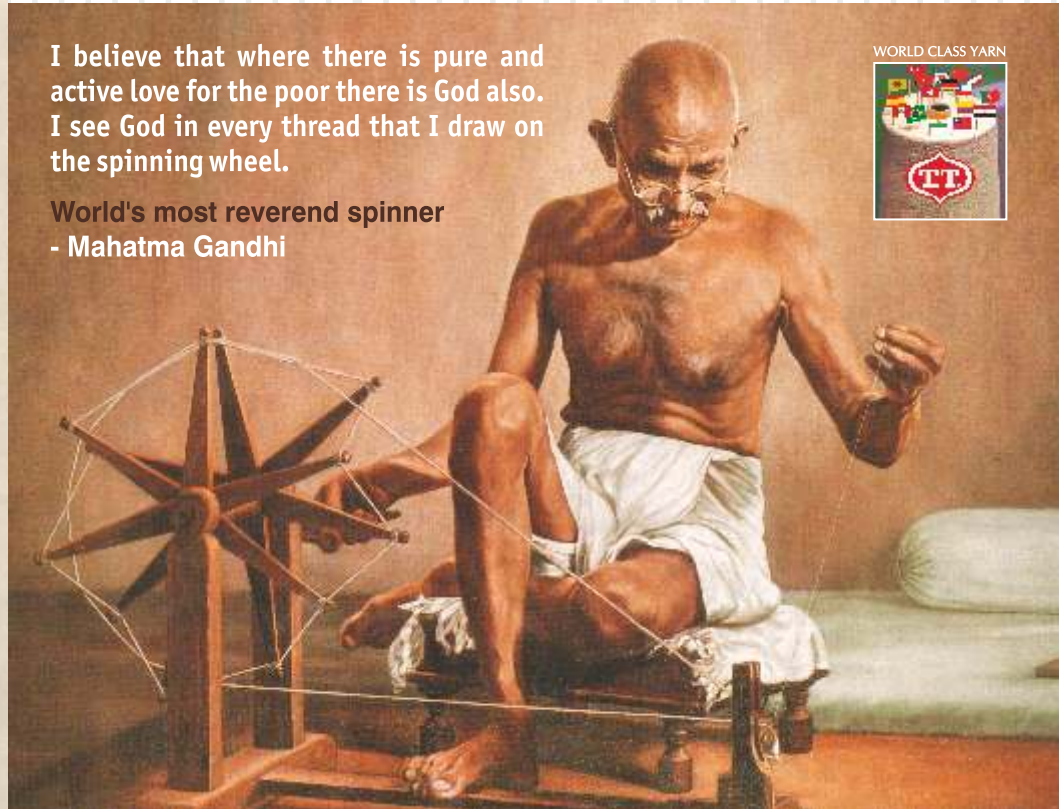
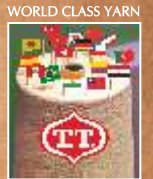
1964-1990



CORPORATE POLICY

I believe that where there is pure and active love for the poor there is God also. I see God in every thread that I draw on the spinning wheel.

World's most reverend spinner
- Mahatma Gandhi



OUR CUSTOMER POLICY (INSPIRED BY MAHATMA GANDHI)

A customer is the most important visitor to our Premises. He is not dependent on us. We are dependent on him. He is not an interruption in our work. He is the purpose of it. He is not an outsider to our business. He is a part of it. We are not doing him a favour by serving him. He is doing us a favour by giving us an opportunity to do so.

BUSINESS PHILOSOPHY : FAIR DEAL BUSINESS

- Fair to all Customers, Consumers, Suppliers, Buyers, Dealers, Workers, Community and Society at large.
- Customer's profit first, our's next.
- Quality first, profit next.
- Goodwill first, profit next.
- Excellence first, profit next.
- Best of the world technology first, profit next.
- India first, profit next.
- Employee's Welfare.



Founder Chairman : Dr. Rikhab Chand Jain

HIGHLIGHTS OF T.T. GROUP

- T.T. Group operating since 1947 is a vertically integrated front running Textile Company.
- T.T. Group sells Raw Cotton, Yarn, Fabric, Garments, Agricommodities & Animal Feed in more than 65 countries of the World .
- T.T. Ltd. was the first knitwear company to be listed in India.
- T.T. is a public owned corporation having production facilities at multiple locations in India.
- T.T. has a Fair Trade Policy & is well appreciated by all stake holders including Customers, Consumers, Suppliers, Buyers, Dealers, Workers, Community & Society at large.
- T.T. Group ensures legal, social compliance and follows all Govt. norms.
- T.T. is an ISO certified Company.
- T.T. uses Wind Power for most of its power requirements (also it ensures pollution control initiatives).



2023

T.T. Group Management Profile



Dr. Rikhab C. Jain
Chairman



Sanjay Jain
Managing Director



Jyoti Jain
Joint Managing
Director



Sunil Mahnot
Director
(Finance)



Rahul Jain
Independent
Director



Ankit Gulgulia
Independent
Director



Puneet Vijay Bothra
Independent
Director



Amit Dugar
Independent
Director

Executive Power



Pankaj Mishra
Company Secretary



J.P. Jain
Vice President, Marketing



Manoj Tandon
Vice President, Garments



Mahender Nahata
Regional Manager (South)



Sandeep Murabattae
General Manager
(Gajroula - Uttar Pradesh)



Company Information

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Board of Directors

Dr. Rikhab C. Jain (*Chairman*)
 Shri Sanjay Kumar Jain (*Managing Director*)
 Smt. Jyoti Jain (*Jt. Managing Director*)
 Shri Sunil Mahnot (*Director Finance & CFO*)
 Shri Ankit Gulgulia (*Independent Director*)
 Shri Rahul Jain (*Independent Director*)
 Shri Puneet Vijay Bothra (*Independent Director*)
 Shri Amit Dugar (*Independent Director*)

Company Secretary

Mr. Pankaj Mishra

Statutory Auditors

M/s. B. S. D. & Co.

Internal Auditors

M/s. Doogar & Associates

Secretarial Auditors

M/s. DMK Associates

Bankers

Punjab National Bank
 Indian Bank

Legal Advisor

Mr. Mukul Rao, Advocate

Registrar & Share Transfer Agent

M/S BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD.

99, Madangir, Behind Local Shopping Centre, New Delhi – 110062.

Ph.: 011-29961281, Fax : 011-29961284

E-mail beetal@beetalfinancial.com

Registered Office

T. T. GARMENT PARK

879, Master Prithvi Nath Marg, Karol Bagh, New Delhi-110005

Phone : 011-45060708,

E-mail : newdelhi@ttlimited.co.in, investors@ttlimited.co.in

Corporate Identification No.

L18101DL1978PLC009241

Branches

Kolkata, Avinashi, Gajroula, Surat

Mills/ Factories

Gajroula (Uttar Pradesh), Avinashi, Distt. Tirupur (Tamil Nadu),

Shareholders' Information

visit : www.ttlimited.co.in

E-mail: investors@ttlimited.co.in

Online Shopping

www.ttbazaar.com

**T T LIMITED**

CIN: L18101DL1978PLC009241

879 Master Prithvi Nath Marg, Opp. Ajmal Khan Park, Karol Bagh, New Delhi 110005

Email: newdelhi@ttlimited.co.in | Website : www.ttlimited.co.in

NOTICE

NOTICE is hereby given that the 44th ANNUAL GENERAL MEETING of the Members of T T Limited. ("the Company") will be held on Wednesday, 27th September, 2023 at 11:00 a.m. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business: -

ORDINARY BUSINESS: -

1. To receive, consider, approve and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2023 together with Directors and Auditors Report thereon.
2. To consider reappointment of Sh. Sunil Mahnot (holding DIN 06819974) as Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and authorize Board of Directors to fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution, as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N), be and is hereby appointed as Statutory Auditors of the Company (in place of B S D & Co., Chartered Accountants, the retiring auditors) for a term of 5 (five) consecutive years, to hold office from the conclusion of this 44th Annual General Meeting (AGM) until the conclusion of the 49th AGM to be held in year 2028, at such remuneration and out of pocket expenses, as may be decided by the Managing Director of the Company."

"RESOLVED FURTHER THAT Board of Directors and / or Company Secretary of the Company be and is hereby jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution including the filing of requisite information, forms and any other documents etc. with the Registrar of Companies and other concerned authority."

SPECIAL BUSINESS:

4. **TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013.**

To consider and, if thought fit to pass, with or without modification, following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of Regulation 23 of the SEBI (LODR) Regulations, 2015 and subject to such approvals , consents, sanctions and permissions as may be necessary, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract and / or agreements with related parties i.e. T T Brands Ltd, as per below given terms and Conditions :

Sr. No.	Nature of Transactions	Name of the Related Party	Name of Director/KMP who is related	Upto an amount (Rs. in Crore)
1	Payments of Royalty	T T Brands Limited	Sh. Rikhab Chand Jain Sh. Sanjay Kumar Jain Smt. Jyoti Jain	Rs. 5.00
2	Purchase of Branded Packaging Material & Accessories	T T Brands Limited	Sh. Rikhab Chand Jain Sh. Sanjay Kumar Jain Smt. Jyoti Jain	Rs. 10.00

RESOLVED FURTHER THAT Director (Finance) and/or the Company Secretary of the Company be and is hereby authorized to take all such act as, matters and things as may be deemed necessary or expedient for giving effect to this resolution."

**By Order of the Board of Directors
For T T Limited**

Sd/-

Pankaj Mishra

Company Secretary

Place: New Delhi

Date: 17th May, 2023

Notes: -

1. In view of the continuing of the COVID-19 pandemic, social distancing norm to be followed Ministry of Corporate affairs vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No 02/2022 dated May 05, 2022 and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI / HO / C F D / C M D 1 / CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021 and MCA vide circular No 10/2022 dated December 28, 2022 allowed conducting 44th Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of members at a common venue. Thus, in compliance with the said Circulars, the Annual General Meeting (AGM) of the Company will be held through video conferencing (VC) or other audio-visual means (OAVM). Members can attend and participate in the AGM through VC/OAVM only. The deemed venue

for the 44th AGM shall be the Registered Office of the Company. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.

2. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 44th AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 44th AGM and the Annual Report for the year 2022-23 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below: -

a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: investors@ttlimited.co.in

b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2022-23 will also be available on the Company's website www.ttlimited.co.in for their download. The same shall also be available on the website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL [https:// www.evotingindia.com](https://www.evotingindia.com). Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed there under, the Notice calling the 44th AGM along with the Annual Report for Financial Year 2022-23 is been sent by electronic mode to those Members whose E-mail addresses are registered with the DPs or the Company/Beetal, unless the Members have requested for a physical copy of the same.
9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members on the website of the Company at [https://www.ttlimited.co.in/investors/ shareholders-information/annual-general-meeting/](https://www.ttlimited.co.in/investors/shareholders-information/annual-general-meeting/) during the time of AGM.
10. Members desiring any information relating to the accounts or any other matter to be placed at the AGM, are requested to write to the Company on or before 15th September, 2023 through email at investors@ttlimited.co.in.
11. **Green Initiative:** To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
12. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the Members may please contact their respective depository participant.
13. **Submission of PAN:** Shareholders are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases: -
 - a) Transferees and Transferors PAN Cards for transfer of shares,
 - b) Legal Heirs'/Nominees' PAN Card for transmission of shares,
 - c) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and
 - d) Joint Holders' PAN Cards for transposition of shares.
14. **Bank Account Details:** Regulation 12 and Schedule I of SEBI Listing Regulation requires all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.

15. **Share Transfer permitted only in Demat:** As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to consider dematerialize shares held by them in physical form.

16. **Shareholders' Communication:** Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address:

Beetal Financial & Computer Services Pvt. Ltd.

Address: 99, Madangir, Behind Local Shopping Centre, New Delhi – 110062

Contact No: Tel- 011-29961281

Fax: 011-29961284

Email: beetal@beetalfinancial.com

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

17. **Unclaimed/Unpaid Dividend:** Pursuant to Section 124 of the Companies Act, 2013, the unpaid Dividends that are due to transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Financial Year	Date of Declaration	Tentative Date for transfer to IEPF
Financial 2015-16	14.09.2016	21.10.2023

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/ its Registrar, for obtaining payments thereof at least 30 days before they are due for transfer to the said fund.

18. **Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account:** Pursuant to Section 124 of the Companies Act 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF.

Members may note that the dividend and shares transferred to the IEPF can be claimed back by the concerned shareholders from the IEPF Authority after complying with the procedure prescribed under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Information on the procedure to be followed for claiming the dividend /shares is available on the website of the company <http://www.ttlimited.co.in>

19. **Voting:** All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 20th September, 2023 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the Annual General Meeting.